

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS  
WORCESTER DIVISION

DONALD P. SPEAKMAN, STEPHEN H. WEDEL, and MARK L. ROBARE,  
Individually and On Behalf of All Others  
Similarly Situated,

Plaintiffs,

V.

ALLMERICA FINANCIAL LIFE INS. &  
ANNUITY CO., FIRST ALLMERICA  
FINANCIAL LIFE INS. CO., and  
ALLMERICA FINANCIAL CORP.,

Defendants.

Civil Action No. 04:04-cv-40077-FDS

**SUPPLEMENTAL DECLARATION OF STEPHEN L. HUBBARD IN SUPPORT OF  
PLAINTIFFS' MOTION FOR INCENTIVE AWARDS, AND PLAINTIFFS' COUNSEL'S  
MOTION FOR ATTORNEYS' FEES AND EXPENSES**

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**ATTORNEYS FOR PLAINTIFFS  
 AND THE CLASS**

I, Stephen L. Hubbard, depose and state as follows:

1. My name is Stephen L. Hubbard. I am over 21 years of age, of sound mind, capable of executing this supplemental declaration, and have personal knowledge of the facts stated herein, and they are all true and correct.

2. I submit this supplemental declaration to include events that have occurred subsequent to the filing of my Declaration in Support of Plaintiffs' Motion of Incentive Awards and Plaintiffs' Counsel's Motion for Attorneys' Fees and Expenses ("Original Declaration").

3. **No Objections to the Proposed Settlement, Attorneys' Fees, or Incentive Awards.** Pursuant to paragraph 14(a) of the Order Preliminarily Certifying Class for Settlement Purposes Only, Appointing Lead Counsel for the Class, Directing Issuance of a Class Notice to the Class, and Scheduling A Fairness Hearing ("Preliminary Order") entered on June 26, 2006, all objections to the Proposed Settlement, the proposed award of Attorneys' Fees and Expenses, and/or Incentive Awards had to be filed and received by Hubbard & Biederman, LLP ("H&B"), Lead Counsel for the Class, and Defendants' Counsel no later than July 27, 2006. H&B received no objections, Defendants' Counsel confirmed they received no objections, and the docket of this Court reflects no objections were filed with the Court.

4. **Written Requests for Exclusion Or Opt-Outs.** Paragraph 13(a) of the Preliminary Order provided that Class Members had until no later than July 27, 2006, to exclude themselves from the Class by sending a written request for exclusion postmarked no later than that date to a specified

post office box and with copies to H&B and Defendants' Counsel. We received only nine requests for exclusion from the Class of 132.

5. **Written and Oral Inquiries From Class Members.** Following the receipt of the Notice of Proposed Settlement, Rob Biederman and I have responded to more than 30 calls and written inquiries from Class Members about the Proposed Settlement. No one expressed any objection with the Proposed Settlement.

6. **Updated Time and Expense.** Through June 30, 2006, the lodestar of H&B was \$2,153,905.00 and Local Counsel Moulton & Gans, P.C. ("M&G") was \$27,670.50 for a total of \$2,181,575.50. Through July 31, 2006, H&B's lodestar has increased to \$2,211,070 (see Exhibit A) while M&G remained the same, which results in a total lodestar of \$2,238,740.50. Through June 30, 2006, H&B's expenses were \$73,815.36 and M&G were \$2,297.53 for a total net expenses of \$74,911.05. Through July 31, 2006, H&B's expenses increased to \$74,417.80 (see Exhibit B) while M&G's remained the same for total net expenses of \$75,513.49.

7. **Revised Estimated Value of Settlement.** In light of the nine requests for exclusion (opt-outs), I have recalculated the benefits of the Proposed Settlement. Based on Defendants' records, I originally estimated the total benefits of the Proposed Settlement assuming all 132 Class Members participated of approximately \$13.9 million consisting of approximately \$13 million in cancellation of outstanding DAC Notes, refunds of \$445,000 in set-offs and refunds of approximately \$491,000 in accelerated Note payments. Excluding the value attributable to the opt-outs, the approximate value of the Proposed Settlement is \$13.2 million consisting of \$12.33 million in debt cancellation, \$447,000 in set-off cash refunds, and \$428,000 in true-up cash refunds.

8. **Revised Percentage of Fund Calculations.** Based upon these revised estimates, the requested attorneys' fees, including expenses, of \$2.6 million is approximately 19.7% of the estimated value of \$13.2 million, and 19.1%, net of expenses. I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 4, 2006 in Dallas, Texas.

/s/ Stephen L. Hubbard  
STEPHEN L. HUBBARD

**CERTIFICATE OF SERVICE**

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on August 4, 2006.

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